

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2005

For calendar year 2005, or tax year beginning

12/01

, 2005, and ending

11/30/2006

G Check all that apply

Initial return

Final return

Amended return

Address change

Name change

Use the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of organization

THE ANSCHUTZ FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1727 TREMONT PLACE

City or town, state, and ZIP code

DENVER, CO 80202

A Employer identification number

74-2316617

B Telephone number (see page 10 of the instructions)

(303) 308-8220H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 644,547,911.**J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	26,791,279.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2,183,351.	2,183,351.		STMT 1
4	Dividends and interest from securities	7,674,643.	7,674,643.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	71,285,407.			
b	Gross sales price for all assets on line 6a	393,926,485.			
7	Capital gain net income (from Part IV, line 2)		71,285,407.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	144,062.	144,062.		STMT 3
12	Total. Add lines 1 through 11	108,078,742.	81,287,463.		
13	Compensation of officers, directors, trustees, etc.	244,300.	24,430.		219,870.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	17,099.			17,099.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 4	2,254,219.	2,254,219.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) *	578,592.	564,339.		14,253.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 6	809,416.	797,352.		12,064.
24	Total operating and administrative expenses. Add lines 13 through 23	3,903,626.	3,640,340.		263,286.
25	Contributions, gifts, grants paid	23,003,753.			23,003,753.
26	Total expenses and disbursements. Add lines 24 and 25	26,907,379.	3,640,340.		23,267,039.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	81,171,363.			
b	Net investment income (if negative, enter -0-)		77,647,123.		
c	Adjusted net income (if negative, enter -0-)			-0-	

INTERNAL REVENUE SERVICE
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OCT 15 2007

Wage & Investment
Denver, CO

Revenue

Operating and Administrative Expenses

For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

**STMT 5

Form **990-PF** (2005)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	20,185,659.	48,876,666.	48,876,666.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges STMT 7.	237,942.	354,197.	354,197.
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . STMT 8.	378,117,091.	420,953,459.	516,571,063.
	c Investments - corporate bonds (attach schedule) STMT 9.	2,531,694.	2,523,904.	945,419.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)	21,558. 21,558.		
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 10.	38,277,095.	56,928,548.	77,800,566.
	14 Land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see page 16 of the instructions Also, see page 1, item I)	439,349,481.	529,636,774.	644,547,911.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	388,737,030.	415,528,308.	
	29 Retained earnings, accumulated income, endowment, or other funds	50,612,451.	114,108,466.	
	30 Total net assets or fund balances (see page 17 of the instructions)	439,349,481.	529,636,774.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	439,349,481.	529,636,774.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	439,349,481.
2 Enter amount from Part I, line 27a	2	81,171,363.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	9,115,930.
4 Add lines 1, 2, and 3	4	529,636,774.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	529,636,774.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	71,285,407.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8				
		{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . ☐ Yes ☒ No
 If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2004	23,591,573.	496,148,207.	0.04754944726
2003	18,969,674.	439,911,077.	0.04312161023
2002	20,810,250.	383,659,182.	0.05424150125
2001	23,240,723.	407,387,867.	0.05704814719
2000	24,198,744.	495,457,846.	0.04884117629

2 Total of line 1, column (d)	2	0.25080188222
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05016037644
4 Enter the net value of noncharitable-use assets for 2005 from Part X, line 5	4	573,119,375.
5 Multiply line 4 by line 3	5	28,747,884.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	776,471.
7 Add lines 5 and 6	7	29,524,355.
8 Enter qualifying distributions from Part XII, line 4	8	23,267,039.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,552,942.
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	1,552,942.
3	Add lines 1 and 2	4	NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	1,552,942.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
a	2005 estimated tax payments and 2004 overpayment credited to 2005	6a	1,954,197.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,954,197.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	73,844.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	327,411.
11	Enter the amount of line 10 to be Credited to 2006 estimated tax	11	327,411. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities		X
c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the organization \$ _____ (2) On organization managers \$ _____		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers \$ _____		
2 Has the organization engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CO		
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV on page 26)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address N/A	X	
12 The books are in care of THE ANSCHUTZ CORPORATION Telephone no 303-298-1000 Located at 555 17TH ST, SUITE 2400 DENVER, CO ZIP+4 80202		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrued during the year		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the organization (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> 1b		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2005? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2005, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2005? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) 2b		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2005 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2005) 3b		N/A
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2005? 4b		X
5a During the year did the organization pay or incur any amount to		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> 5b		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b		X
If you answered "Yes" to 6b, also file Form 8870		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 21 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		244,300.	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 21 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 **NONE****3 Five highest-paid independent contractors for professional services - (see page 21 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services **NONE****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 <u>N/A</u>	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 22 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>N/A</u>	
2	
All other program-related investments See page 22 of the instructions	
3 <u>NONE</u>	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 22 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	529,979,692.
b Average of monthly cash balances	1b	51,451,842.
c Fair market value of all other assets (see page 23 of the instructions)	1c	415,547.
d Total (add lines 1a, b, and c)	1d	581,847,081.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	581,847,081.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 23 of the instructions)	4	8,727,706.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	573,119,375.
6 Minimum investment return. Enter 5% of line 5	6	28,655,969.

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1 Minimum investment return from Part X, line 6	1	28,655,969.
2a Tax on investment income for 2005 from Part VI, line 5	2a	1,552,942.
b Income tax for 2005 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,552,942.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	27,103,027.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	27,103,027.
6 Deduction from distributable amount (see page 24 of the instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	27,103,027.

Part XII Qualifying Distributions (see page 24 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	23,267,039.
b Program-related investments - total from Part IX-B	1b	NONE
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	23,267,039.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	23,267,039.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				27,103,027.
2 Undistributed income, if any, as of the end of 2004				
a Enter amount for 2004 only			20,003,391.	
b Total for prior years				
3 Excess distributions carryover, if any, to 2005				
a From 2000	NONE			
b From 2001	NONE			
c From 2002	NONE			
d From 2003	NONE			
e From 2004	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2005 from Part XII, line 4 ▶ \$ 23,267,039.				
a Applied to 2004, but not more than line 2a			20,003,391.	
b Applied to undistributed income of prior years (Election required - see page 25 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 25 of the instructions)				
d Applied to 2005 distributable amount				3,263,648.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2005 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 25 of the instructions				
e Undistributed income for 2004 Subtract line 4a from line 2a Taxable amount - see page 25 of the instructions				
f Undistributed income for 2005 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2006				23,839,379.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)				
8 Excess distributions carryover from 2000 not applied on line 5 or line 7 (see page 25 of the instructions)				
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2001				
b Excess from 2002	NONE			
c Excess from 2003	NONE			
d Excess from 2004	NONE			
e Excess from 2005				

Part XIV Private Operating Foundations (see page 26 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2005, enter the date of the ruling

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5) ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . .					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 26 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include

SEE ATTACHED SCHEDULE

c Any submission deadlines:

SEE ATTACHED SCHEDULE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE ATTACHED SCHEDULE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE ATTACHED SCHEDULE				23,003,753.
Total			3a	23,003,753.
b Approved for future payment				
Total			3b	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
26503975.		STOCK HELD BY CALAMOS ADVISORS PROPERTY TYPE: OTHER 28010911.				P	VARIOUS -1506936.	VARIOUS
21889721.		STOCK HELD BY DF DENT & COMP PROPERTY TYPE: SECURITIES 21075810.				P	VARIOUS 813,911.	VARIOUS
213,688.		STOCK HELD BY GRISANTI BROWN PROPERTY TYPE: SECURITIES 225,273.				P	VARIOUS -11,585.	VARIOUS
28164983.		STOCK HELD BY HORIZON ASSET MANAGEMENT I PROPERTY TYPE: SECURITIES 25090093.				P	VARIOUS 3,074,890.	VARIOUS
50686491.		STOCK HELD BY KAYNE ANDERSON PROPERTY TYPE: SECURITIES 31197056.				P	VARIOUS 19489435.	VARIOUS
42210750.		STOCK HELD BY LORD ABBETT PROPERTY TYPE: SECURITIES 41975596.				P	VARIOUS 235,154.	VARIOUS
28,181.		STOCK HELD BY MACKAY SHIELDS PROPERTY TYPE: SECURITIES 7,790.				P	VARIOUS 20,391.	VARIOUS
14957000.		STOCK HELD BY NEWGATE PROPERTY TYPE: SECURITIES 11981218.				P	VARIOUS 2,975,782.	VARIOUS
9,827,280.		STOCK HELD BY NWQ INV MGMT PROPERTY TYPE: SECURITIES 7,490,738.				P	VARIOUS 2,336,542.	VARIOUS
18891552.		STOCK HELD BY PENN CAPITAL MANAGEMENT PROPERTY TYPE: OTHER 19873204.				P	VARIOUS -981,652.	VARIOUS
679,723.		STOCK HELD BY PEQUOT CAPITAL MANAGEMENT PROPERTY TYPE: SECURITIES 679,723.				P	VARIOUS	VARIOUS

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,694,334.		STOCK HELD BY PRIV CAP MGMT PROPERTY TYPE: SECURITIES 3,225,627.				P	VARIOUS 468,707.	VARIOUS
1,587,625.		STOCK HELD BY SAL SMITH BARNEY PROPERTY TYPE: SECURITIES				P	VARIOUS 1,587,625.	VARIOUS
19321852.		STOCK HELD BY SCHAFFER CULLEN PROPERTY TYPE: SECURITIES 17945577.				P	VARIOUS 1,376,275.	VARIOUS
21166874.		STOCK HELD BY SNOW CAP MGMT PROPERTY TYPE: SECURITIES 17483350.				P	VARIOUS 3,683,524.	VARIOUS
73435399.		STOCK HELD BY TAHOMA INTERNATIONAL LTD PROPERTY TYPE: SECURITIES 57278717.				P	VARIOUS 16156682.	VARIOUS
2,407,501.		STOCK HELD BY THIRD AVE MGMT PROPERTY TYPE: SECURITIES 1,738,091.				P	VARIOUS 669,410.	VARIOUS
54978832.		QWEST PROPERTY TYPE: SECURITIES 37362304.				D	VARIOUS 17616528.	VARIOUS
1,001,030.		SHORT TERM GAIN FROM PASS THROUGH ENTITI PROPERTY TYPE: SECURITIES				P	VARIOUS 1,001,030.	VARIOUS
2,279,694.		LONG-TERM GAIN FROM PASS THROUGH ENTITIE PROPERTY TYPE: SECURITIES				P	VARIOUS 2,279,694.	VARIOUS

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- 71285407. =====	

**Return by a Shareholder of a Passive Foreign
Investment Company or Qualified Electing Fund**

► See separate instructions.

OMB No 1545-1002

Attachment
Sequence No **69**

Name of shareholder The Anschutz Foundation		Identifying number (see page 2 of instructions) 74-2316617
Number, street, and room or suite no. (If a P O box, see page 2 of instructions) 1727 Tremont Place		Shareholder tax year: calendar year _____ or other tax year beginning 12/01/05 and ending 11/30/06
City or town, state, and ZIP code or country Denver, CO 80202		
Check type of shareholder filing the return: <input type="checkbox"/> Individual <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> S Corporation <input type="checkbox"/> Nongrantor Trust <input type="checkbox"/> Estate		
Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) See attachment		Employer identification number (if any)
Address (Enter number, street, city or town, and country)		Tax year of company or fund: calendar year _____ or other tax year beginning _____ and ending _____

Part I Elections (See instructions.)

- A** ☐ **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. *Complete lines 1a through 2c of Part II.*
- B** ☐ **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. *Enter gain or loss on line 10f of Part IV.*
- C** ☐ **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. *Enter this amount on line 10e of Part IV.*
- D** ☐ **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. *Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.*
Note: If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may **not** make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.
- E** ☐ **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1297(e) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). *Enter gain on line 10f of Part IV.*
- F** ☐ **Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). *Complete Part III.*

Part II Income From a Qualified Electing Fund (QEF). All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

1a Enter your pro rata share of the ordinary earnings of the QEF	1a		
b Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	1b		
c Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income		1c	
2a Enter your pro rata share of the total net capital gain of the QEF	2a		
b Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	2b		
c Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions)		2c	
3a Add lines 1c and 2c.		3a	
b Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions)	3b		
c Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year	3c		
d Add lines 3b and 3c.		3d	
e Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets)		3e	
Important: If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e.			
4a Enter the total tax for the tax year. (See instructions)	4a		
b Enter the total tax for the tax year determined without regard to the amount entered on line 3e.	4b		
c Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions		4c	

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions.)

5	Enter the fair market value of your PFIC stock at the end of the tax year	5	
6	Enter your adjusted basis in the stock at the end of the tax year	6	
7	Excess. Subtract line 6 from line 5. If a gain, stop here. Include this amount as ordinary income on your tax return. If a loss, go to line 8	7	
8	Enter any unreversed inclusions (as defined in section 1296(d)). See instructions	8	
9	Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return	9	

Part IV Distributions From and Dispositions of Stock of a Section 1291 Fund (See page 6 of instructions.)
Complete a **separate Part IV** for each excess distribution (see instructions).

10a	Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions	10a	
b	Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year)	10b	
c	Divide line 10b by 3. (See instructions if the number of preceding tax years is less than 3)	10c	
d	Multiply line 10c by 125% (1 25)	10d	
e	Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return	10e	
f	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and do not complete line 11	10f	
11a	Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year		
b	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income	11b	
c	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.)	11c	
d	Foreign tax credit. (See instructions.)	11d	
e	Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.)	11e	
f	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.)	11f	

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 ElectionsComplete a **separate column** for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

	(i)	(ii)	(iii)	(iv)	(v)	(vi)
1 Tax year of outstanding election	-----	-----	-----	-----	-----	-----
2 Undistributed earnings to which the election relates						
3 Deferred tax						
4 Interest accrued on deferred tax (line 3) as of the filing date						
5 Event terminating election						
6 Earnings distributed or deemed distributed during the tax year						
7 Deferred tax due with this return						
8 Accrued interest due with this return						
9 Deferred tax outstanding after partial termination of election						
10 Interest accrued after partial termination of election						

WSW 1996 BUYOUT FUND, L P
EIN 13-3867655
SCHEDULE K-1 SUPPORTING SCHEDULE FORM 8621
FYE DECEMBER 31, 2005

Partner Number 53

Partner Name THE ANSCHUTZ FOUNDATION

Partner EIN/SS# 74-2316617

Note (1)

Note (2)

Note (3)

Name & Address of PFIC

Line 1a

Line 2a

Line 3b

PHARBIL BETEILIGUNGSGESELLSCHAFT MBH

NONE

NONE

NONE

C/O CREDIT SUISSE

NIEDER LASSUNG FRANKFURT

MAIN TOWER

NEUE MAINZERE LANDSTR , 52,

60311 FRANKFURT/MAIN

PFIC EIN N/A

TAX YEAR 01/01/2005 - 12/31/2005

NOTES

(1) These amounts are included in Dividend Income in Box 6a and Box 11, Code F of your Schedule K-1

(2) These amounts are included in Net Long-Term Capital Gains (Loss) on Box 9a and Box 11, Code F of your Schedule K-1

(3) These amounts represent the cash & fair market value of other property distributed or deemed distributed from the above PFIC(s)

(4) Each of the PFIC's listed above will permit its shareholder's to inspect and copy the permanent books of account, records and such other documents maintained by the PFIC that are necessary to establish that the PFIC's ordinary earnings and net capital gains, as provided in §1293(e) of the U S Internal Revenue Code are computed in accordance with U S income tax principles

Investor Reporting of Tax Shelter Registration Number

▶ **Attach to your tax return.**

OMB No. 1545-0881

Attachment
Sequence No. **71**

▶ **If you received this form from a partnership, S corporation, or trust, see the instructions.**

Investor's name(s) shown on return	Investor's identifying number	Investor's tax year ended
The Anschutz Foundation	74-2316617	11/30/06

	(a) Tax Shelter Name	(b) Tax Shelter Registration Number (11 digit number)	(c) Tax Shelter Identifying Number
1	Arby Broadcast Partners III, LP	97042000063	04-3350018
2			
3			
4			
5			
6			
7			
8			
9			
10			

What's New

After October 22, 2004, tax shelter registration numbers are no longer being issued. The American Jobs Creation Act of 2004 amended section 6111 to replace the tax shelter registration requirement with a new disclosure requirement for material advisors who provide material aid, assistance, or advice with respect to any reportable transaction. For more information, see Notice 2004-80, 2004-50 I.R.B. 963. However, Form 8271 must be filed for any year you claim or report income or a deduction, loss, credit, or other tax benefit from a registration-required tax shelter.

General Instructions

Section references are to the Internal Revenue Code.

Purpose of Form

Use Form 8271 to report the tax shelter registration number the IRS assigns to certain tax shelters required to be registered under section 6111 ("registration-required tax shelters") and to report the name identifying number of the tax shelter. This information must be reported even if the particular interest is producing net income for the filer of Form 8271. Use additional forms to report more than 10 tax shelter registration numbers.

Note: A tax shelter registration number does not indicate that the tax shelter or its claimed tax benefits have been reviewed, examined, or approved by the IRS.

Who Must File

Any person claiming or reporting any deduction, loss, credit, or other tax benefit, or reporting any income on any tax return from an interest purchased or otherwise acquired in a registration-required tax shelter must file Form 8271. If the interest is purchased or otherwise acquired by a pass-through entity, both the pass-through entity and its partners, shareholders, or beneficiaries must file Form 8271.

A pass-through entity that is the registration-required tax shelter does not have to prepare Form 8271 and give copies to its partners, shareholders, or beneficiaries unless the pass-through entity itself has invested in a registration-required tax shelter.

Note: Even if you have an interest in a registration-required tax shelter, you do not have to file Form 8271 if you did not claim or report any deduction, loss, credit, or other tax benefit, or report any income on your tax return from an interest in the registration-required tax shelter. This could occur, for example, if for a particular year you are unable to

claim any portion of a loss because of the passive activity loss limitations, and that loss is the only tax item reported to you from the shelter.

Filing Form 8271

Attach Form 8271 to any return on which a deduction, loss, credit, or other tax benefit is claimed or reported, or any income reported, from an interest in a registration-required tax shelter. These returns include applications for tentative refunds (Form 1045 and 1139) and amended returns (Form 1040X and 1120X).

Furnishing Copies of Form 8271 to Investors

A pass-through entity that has invested in a registration-required tax shelter must furnish copies of its Form 8271 to its partners, shareholders, or beneficiaries.

However, in the case where (a) the pass-through entity acquired at least a 50% interest in one tax year in a registered tax shelter (and in which it had not held an interest in a prior year), and (b) the investment would not meet the definition of a tax shelter immediately following the acquisition if it had been offered for sale at that time, the pass-through entity need not distribute copies of Form 8271 to its investors. The pass-through entity alone is required to prepare Form 8271 and include it with the entity tax return.

Form **8865****Return of U.S. Persons With Respect to
Certain Foreign Partnerships**

OMB No 1545-1668

2005Department of the Treasury
Internal Revenue Service▶ **Attach to your tax return. See separate instructions.**
Information furnished for the foreign partnership's tax year
beginning _____, and ending _____Attachment
Sequence No **118**Name of person filing this return
The Anschutz FoundationFiler's identifying number
74-2316617Filer's address (if you are not filing this form with your tax return)
1727 Tremont Place**A** Category of filer (see **Categories of Filers** in the instructions and check applicable box(es))
1 ☐ 2 ☐ 3 ☒ 4 ☐**Denver, CO 80202****B** Filer's tax year beginning **12/01/2005**, and ending **11/30/2006****C** Filer's share of liabilities Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Other \$ _____**D** If filer is a member of a consolidated group but not the parent, enter the following information about the parent

Name _____ EIN _____

Address _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership**Towerbrook Investors II, LP, c/o Walker SPV Limited,
Walker House, P.O. Box 908 GT, Georgetown, Grand
Cayman, Cayman Islands****2** EIN (if any)**98-0471920****3** Country under whose laws organized

4 Date of organization	5 Principal place of business	6 Principal business activity code number	7 Principal business activity	8a Functional currency	8b Exchange rate (see instr)
11/18/05	Cayman Islands	523900	Investments	US Dollar	N/A

G Provide the following information for the foreign partnership's tax year

1 Name, address, and identifying number of agent (if any) in the United States Towerbrook Investors GP, LP 430 Park Ave, 6th Flr, New York, NY 10022		2 Check if the foreign partnership must file <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed Philadelphia, PA	
3 Name and address of foreign partnership's agent in country of organization, if any Walker House SPV Limited Walker House, P.O. Box 908 GT, Georgetown, Grand Cayman, Cayman Islands		4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different Same as G-3	

5 Were any special allocations made by the foreign partnership? ☐ Yes ☒ No**6** Enter the number of Forms 8858, Information Return of U S Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) ☐ None**7** How is this partnership classified under the law of the country in which it is organized? ☐ Partnership**8** Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3) or (4)? ☐ Yes ☐ No**9** Does this partnership meet both of the following requirements?

- The partnership's total receipts for the tax year were less than \$250,000 and
 - The value of the partnership's total assets at the end of the tax year was less than \$600,000
- ☐
- Yes
- ☐
- No

If "Yes," do not complete Schedules L, M-1, and M-2

Sign Here Only if You Are Filing This Form Separately and Not With Your Tax Return	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge			
	Signature of general partner or limited liability company member _____		Date _____	
Paid Preparer Sign and Complete Only if Form is Filed Separately.	Preparer's signature _____	Date _____	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN _____
	Firm's name (or yours if self-employed), address, and ZIP code _____			EIN _____ Phone no _____

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form **8865** (2005)

Schedule A

Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a ☐ Owns a direct interestb ☐ Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person
Available upon request			

Does the partnership have any other foreign person as a direct partner? ☐ Yes ☐ No

Schedule A-2

Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

Schedule B**Income Statement - Trade or Business Income**

Caution: Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information

Income	1a	Gross receipts or sales	1a		1c	
	b	Less returns and allowances	1b			
	2	Cost of goods sold	2			
	3	Gross profit. Subtract line 2 from line 1c	3			
	4	Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)	4			
	5	Net farm profit (loss) (attach Schedule F (Form 1040))	5			
	6	Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)	6			
Deductions (see instructions for limitations)	7	Other income (loss) (attach statement)	7			
	8	Total income (loss). Combine lines 3 through 7	8			
	9	Salaries and wages (other than to partners) (less employment credits)	9			
	10	Guaranteed payments to partners	10			
	11	Repairs and maintenance	11			
	12	Bad debts	12			
	13	Rent	13			
	14	Taxes and licenses	14			
	15	Interest	15			
	16a	Depreciation (if required, attach Form 4562)	16a		16c	
	b	Less depreciation reported elsewhere on return	16b			
	17	Depletion (Do not deduct oil and gas depletion.)	17			
	18	Retirement plans, etc.	18			
	19	Employee benefit programs	19			
	20	Other deductions (attach statement)	20			
21	Total deductions. Add the amounts shown in the far right column for lines 9 through 20	21				
22	Ordinary business income (loss) from trade or business activities Subtract line 21 from line 8	22				

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return.

OMB No. 1545-0026

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor

Identifying number (see instructions)

The Anschutz Foundation

74-2316617

1 If the transferor was a corporation, complete questions 1a, 1b, and 1c.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

☐ Yes ☐ No

b Did the transferor remain in existence after the transfer?

☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s).

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?

☐ Yes ☐ No

If not, list the name and employer identification number (EIN) of the parent corporation.

Name of parent corporation	EIN of parent corporation

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership.

Name of partnership	EIN of partnership

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

BIO Partners S.A.

4 Identifying number, if any

N/A

5 Address (including country)

12 Rue Leon Thyges, L-2536 Luxembourg

6 Country of incorporation or organization

Luxembourg

7 Foreign law characterization (see instructions)

Corporation

8 Is the transferee foreign corporation a controlled foreign corporation?

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see page 4.

Form **926** (Rev. 12-2005)

Part III Information Regarding Transfer of Property (see instructions)**9** Date of transfer

Various

10 Type of nonrecognition transaction (see instructions)

IRC Section 351

11 Description of property transferred:

Cash transferred, FMV 5,149, Common Stock received, FMV 5,149.

See attached.

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?☐ Yes ☒ No**13** Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T

through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)?

☐ Yes ☒ No**14a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?☐ Yes ☒ No**b** If yes, describe the nature of the rights to the intangible property that was transferred in the transfer:

The following information is being provided for purposes of filing Form 926
(Return by a U S Transferor of Property to a Foreign Corporation)

Transferee Foreign Corporation Information

Name *BIO PARTNERS*
Address *BIOPARTNERS S.A., LUXEMBOURG*
12 RUE LEON THYES
L-2536 LUXEMBOURG

Place of Organization or Creation *LUXEMBOURG*
Foreign Law Characterization *CORPORATION*
Is the Transferee Foreign Corporation a CFC? *YES*

Information Regarding Transfer of Property

Date of Transfers of Interest	Type of Non- Recognition Transaction	Description of Property Transferred	FMV of Property Transferred	Description of Property Received	FMV of Property Received
VARIOUS	IRC SECTION 351	CASH	5,149	COMMON STOCK	5,149

Did the transfer result from a change in the classification of the transferee
to that of a foreign corporation? *NO*

Was the transferor required to recognize income under temporary regulations
Sections 1 367(a)-4T through 1 367(a)-6T? *NO*

Was intangible property (within the meaning of section 936(h)(3)(B)) transferred
Pursuant to the transaction? *NO*

PLEASE CONSULT YOUR TAX ADVISOR TO DETERMINE THE APPROPRIATE TAX FILINGS

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
US BANK	1,017.	1,017.
PEQUOT PRIVATE EQUITY FUND	3,102.	3,102.
TOWERBROOK INVESTORS LP	1,104,608.	1,104,608.
WSW 1996 BUYOUT FUND LP	17,735.	17,735.
JULIUS BAER INSTIT INV EQUITY FUND	1,056,889.	1,056,889.
 TOTAL	 ----- 2,183,351.	 ----- 2,183,351.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SSB/CALAMOS ADVISORS	123,459.	123,459.
SSB/DF DENT & COMPANY	461,989.	461,989.
SSB/GRISANTI BROWN	27,149.	27,149.
SSB/HORIZON ASSET MANAGEMENT INC.	429,680.	429,680.
SSB/IRONWOOD INTNL	1,247.	1,247.
SSB/KAYNE ANDERSON	229,804.	229,804.
SSB/LORD ABBETT	120,574.	120,574.
MACKAY SHIELDS FINANCIAL CORP	46,263.	46,263.
SSB/NEWGATE LLP	469,493.	469,493.
SSB/NWQ INVESTMENT MANAGEMENT COMPANY	868,529.	868,529.
SSB/PENN CAPITAL MANAGEMENT	217,750.	217,750.
SSB/PRIVATE CAPITAL MANAGEMENT	569,918.	569,918.
SOLOMON SMITH BARNEY	1,134,724.	1,134,724.
SSB/SCHAFER CULLEN	1,290,067.	1,290,067.
SSB/SNOW CAPITAL MANAGEMENT	720,458.	720,458.
SSB MUTUAL FUND ACCOUNT	670.	670.
THIRD AVENUE MGMT	954,631.	954,631.
QWEST	8,238.	8,238.
	-----	-----
TOTAL	7,674,643.	7,674,643.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MISCELLANEOUS INCOME	98,957.	98,957.
ROYALTY INCOME	45,105.	45,105.
	-----	-----
TOTALS	144,062.	144,062.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT AND CONSULTING SERV	2,254,219.	2,254,219.
	-----	-----
TOTALS	2,254,219.	2,254,219.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
PROPERTY TAXES	73.	7.	66.
PAYROLL TAXES	15,763.	1,576.	14,187.
FOREIGN TAXES WITHHELD	264,011.	264,011.	
FEDERAL INCOME TAX ON INVSTMT	298,745.	298,745.	
	-----	-----	-----
TOTALS	578,592.	564,339.	14,253.
	=====	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
MAINTENANCE	2,750.		2,750.
OFFICE SUPPLIES	360.		360.
TELEPHONE	751.	75.	676.
OTHER MISCELLANEOUS EXPENSES	9,169.	891.	8,278.
FROM PASS THROUGH ENTITIES	796,386.	796,386.	
	-----	-----	-----
TOTALS	809,416.	797,352.	12,064.
	=====	=====	=====

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PREPAID FEDERAL TAXES	354,197.	354,197.
	-----	-----
TOTALS	354,197.	354,197.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HELD BY CALAMOS	24,515,289.	28,705,421.
HELD BY DF DENT	38,940,603.	50,299,714.
HELD BY GOLDEN TREE	10,000,000.	14,649,414.
HELD BY GRISANTI BROWN	9,438,371.	10,847,320.
HELD BY HORIZON ASSET MGMT	31,778,254.	37,476,915.
HELD BY IRONWOOD INT'L	28,471,848.	37,337,696.
HELD BY SSB/KAYNE ANDERSON	NONE	NONE
HELD BY LIGHTHOUSE DIVERSIFIED	28,471,848.	35,556,291.
HELD BY SSB/LORD ABBETT	NONE	NONE
HELD BY NEWGATE LLP	19,171,834.	24,284,569.
HELD BY NWQ INVESTMENT MGMT	26,819,589.	32,378,241.
HELD BY PENN CAPITAL MGMT	36,342,444.	39,033,018.
HELD BY PIMCO	20,000,000.	26,437,813.
HELD BY PRIVATE CAP MGMT	19,781,639.	25,932,735.
QWEST	6,263,311.	7,687,924.
HELD BY SCHAFER CULLEN	42,731,323.	53,615,954.
HELD BY SNOW CAPITAL MGMT	41,544,115.	49,512,228.
HELD BY TAHOMA INT'L	NONE	82,074.
HELD BY SSB MUTUAL FUND ACCT	18,000,000.	19,742,769.
HELD BY THIRD AVE MGMT	18,682,991.	22,990,967.
	-----	-----
TOTALS	420,953,459.	516,571,063.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HELD BY SSB/MCKAY SHIELDS	2,523,904.	945,419.
	-----	-----
TOTALS	2,523,904.	945,419.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PASS THROUGH ENTITIES	56,928,548.	77,800,566.
	-----	-----
TOTALS	56,928,548.	77,800,566.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
PY BOOK/TAX DIFFERENCES	6,573,607.
BOOK/TAX DIFFERENCE IN QWEST BASIS	2,542,323.

TOTAL	9,115,930.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
PHILIP F. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	CHAIRMAN/DIRECTOR NOMINAL	NONE	NONE	NONE
NANCY P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	PRESIDENT/DIRECTOR NOMINAL	NONE	NONE	NONE
CANNON Y. HARVEY 1727 TREMONT PLACE DENVER, CO 80202	VP/DIRECTOR NOMINAL	NONE	NONE	NONE
CRAIG D. SLATER 1727 TREMONT PLACE DENVER, CO 80202	SEC/TREAS/DIRECTOR NOMINAL	NONE	NONE	NONE
M. LAVOY ROBISON 1727 TREMONT PLACE DENVER, CO 80202	EXEC DIR/DIRECTOR 40	180,966.	NONE	NONE
SARAH A. HUNT 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 4-8	26,667.	NONE	NONE
CHRISTIAN P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 4-8	16,667.	NONE	NONE
ELIZABETH A. BROWN 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 4-8	20,000.	NONE	NONE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
DONALD J. HOPKINS 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR NOMINAL	NONE	NONE	NONE
PAMELA S. KALSTROM 1727 TREMONT PLACE DENVER, CO 80202	ASSISTANT VICE PRES NOMINAL	NONE	NONE	NONE
DARLA D. DESAUTELS 1727 TREMONT PLACE DENVER, CO 80202	ASST SECRETARY NOMINAL	NONE	NONE	NONE
	GRAND TOTALS	----- 244,300. =====	----- NONE =====	----- NONE =====

FEDERAL FOOTNOTES

=====

STATEMENT IN COMPLIANCE WITH REGULATION SECTION 53.4945-5(D), PART
VII-B, QUESTION 5C:

THE ANSCHUTZ FOUNDATION MAKES PERIODIC GRANTS TO THE RANDOM ACTS OF
KINDNESS FOUNDATION (FEIN: 84-1528369), THE FOUNDATION FOR A BETTER
LIFE (FEIN: 84-1529209), BROWN FAMILY FOUNDATION (FEIN: 46-0732753),
HUNT FAMILY FOUNDATION (FEIN: 84-1537664) AND THE CHRISTIAN P.
ANSCHUTZ FOUNDATION (FEIN: 20-0212397) AND CLAIMS EXEMPTION FROM THE
IRC SECTION 4945 TAX. THE ANSCHUTZ FOUNDATION MAINTAINS EXPENDITURE
RESPONSIBILITY FOR THE GRANTS TO THESE FIVE FOUNDATIONS. ACCOUNTING
FOR THE FOUNDATIONS IS DONE BY THE SAME ACCOUNTANTS AS THE ACCOUNTING
FOR THE ANSCHUTZ FOUNDATION. ALL FUNDS EXPENDED ARE EITHER APPROVED
OR REVIEWED BY THE ANSCHUTZ FOUNDATION'S EXECUTIVE DIRECTOR. THE
EXECUTIVE DIRECTOR OF THE ANSCHUTZ FOUNDATION IS PROVIDED PERIODIC
FINANCIAL STATEMENTS FOR THE FOUNDATIONS.

Substantiation of Exercise of Expenditure Responsibility

The Anschutz Foundation

TIN. 74-2316617

Tax Year Ended: 11/30/2006

Form 990-PF, Part VII-B, Line 5

The following information is provided in accordance with IRC Section 4945(h)(3) and Reg 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
1. Foundation For A Better Life 1727 Tremont Place Denver, CO 8020	\$ 2,685,000	Various	General Operating Support	\$2,685,000	No	Monthly	N/A
2. Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 8020	\$ 225,000	Various	General Operating Support	\$ 225,000	No	Monthly	N/A
3. Brown Family Foundation 1727 Tremont Place Denver, CO 80202	\$ 10,000 \$ 15,000 \$ 20,000	1/25/2006 3/22/2006 8/31/2006	General Operating Support	\$ 45,000	No	Monthly	N/A
4 The Christian P. Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$ 10,000 \$ 10,000 \$ 30,000 \$ 20,000	3/22/2006 5/10/2006 6/29/2006 10/12/2006	General Operating Support	\$ 70,000	No	Monthly	N/A
5. Hunt Family Foundation 1727 Tremont Place Denver, CO 80202	\$ 10,000	5/18/2006	General Operating Support	\$ 10,000	No	Monthly	N/A

THE ANSCHUTZ FOUNDATION

Grant Application Information

The Anschutz Foundation operates as a general purpose foundation whose primary focus is media projects or programs that promote traditional family values and programs that assist the underprivileged. The Foundation will generally not make grants to the same organization for more than two consecutive years, and the Foundation does not make donations to individuals.

Proposal deadlines are February 1, June 1 and September 1 each year

Applications should be sent to:

Mr. LaVoy Robison
Executive Director
The Anschutz Foundation
1727 Tremont Pl.
Denver, CO 80202
(303) 308-8220

Realizing that the cost of preparing a grant proposal can be a major expense, the Foundation recommends that the applicant send a two or three page letter summarizing the funding grant request. The Foundation will use this cover letter as part of its screening process. The cover letter should contain the following items.

- Name of organization as recognized by the Internal Revenue Service
- Address and telephone number.
- Brief history and purpose of organization
- Copy of tax status 501(c)(3) letter from the IRS
- Estimate of costs and amount requested of the Foundation
- Sources of other funding: a) where have you received previous funding, b) other foundations/corporations to whom you have submitted requests for funding for this project/year. Major donors.
- Plans for cooperation with other institutions or organizations.
- Signature and title of project director and chief administrator (President, Executive Director, or other).
- Please enclose a list of the organization's governing and advisory board members with addresses and telephone numbers
- Include any other information you feel necessary to the proper consideration of your request
- Financial statements, audited if available

Upon review of your letter, a member of the Foundation staff may contact you for further information.

Your request will remain under consideration until you receive notification that it has been either denied or awarded.

Grants Awarded
December 1, 2005 through November 30, 2006

<u>Organization Name</u>	<u>Description</u>	<u>Grant amount</u>
Act One, Inc.	Project support	\$25,000
Adoption Exchange, The	General operating support	\$10,000
Alliance - Colorado Communities United for People with Developmental Disabilities	Project support	\$2,500
American Academy of Achievement Corporation	Project support	\$15,000
American Cancer Society	General operating support	\$500
American Enterprise Institute for Public Policy Research	General operating support	\$7,500
American Museum of Natural History	General operating support	\$50,000
American Society for the Prevention of Cruelty to Animals	General operating support	\$2,000
American Spectator Foundation, Inc. The	Project support	\$10,000
Americans for Prosperity Foundation	General operating support	\$5,000
America's Future Foundation	General operating support	\$5,000
Art Association of Jackson Hole	Project support	\$2,500
Art Students League of Denver	Project support	\$10,000
Aspen Diversified Industries Services	General operating support	\$5,000
Association of American State Geologists	General operating support	\$2,000
Belay Enterprises Inc.	General operating support	\$15,000
Benevolent Healthcare Foundation	Capital grant	\$150,000
Benevolent Healthcare Foundation	General operating support	\$50,000
Bill of Rights Institute	General operating support	\$10,000
Blackhawks Booster Club Inc.	General operating support	\$1,000
Boy Scouts of America	General operating support	\$1,500
Boys and Girls Club of South Central Kansas	General operating support	\$20,000
Boys and Girls Clubs of Metro Denver	General operating support	\$20,000
Brown Family Foundation	General operating support	\$45,000
Brown University	Project support	\$15,000

Grants Awarded
December 1, 2005 through November 30, 2006

<u>Organization Name</u>	<u>Description</u>	<u>Grant amount</u>
Byrne Foundation	General operating support	\$10,000
Canine Companions for Independence, Inc.	General operating support	\$2,000
Capital Research Center	General operating support	\$10,000
Challenge Foundation	General operating support	\$5,000
Childrens Garden Montessori Preschool	General operating support	\$2,500
Children's Grief Education Association	General operating support	\$5,000
Children's Hopechest	Project support	\$2,500
Children's Museum of Denver, Inc.	Project support	\$15,000
Children's Treehouse Foundation	General operating support	\$15,000
Christian Children's Fund	General operating support	\$1,000
Christian P. Anschutz Foundation	General operating support	\$70,000
Church World Service, Inc.	Project support	\$5,000
Clyfford Still Museum	Capital campaign	\$1,000,000
Collegiate Network	Project support	\$10,000
Colorado Ballet Company	General operating support	\$50,000
Colorado Cattlemen's Agricultural Land Trust	General operating support	\$500
Colorado Council on Economic Education	General operating support	\$10,000
Colorado Historical Society	Project support	\$2,500
Colorado Neurological Institute	General operating support	\$2,500
Colorado State University Foundation	General operating support	\$1,000
Colorado Symphony Association	General operating support	\$275,000
Colorado Technology Community Foundation	Project support	\$30,000
Colorado Youth at Risk	Project support	\$25,000
Common Good Institute, The	General operating support	\$50,000
Common Sense Media	General operating support	\$30,000
Denver Art Museum	Project support	\$95,000
Denver Center for the Performing Arts, The	Project support	\$15,000

Grants Awarded
December 1, 2005 through November 30, 2006

<u>Organization Name</u>	<u>Description</u>	<u>Grant amount</u>
Denver Fire Fighters Burn Foundation, Inc.	Project support	\$2,000
Denver K-Life	General operating support	\$5,000
Denver Museum of Nature & Science	Capital campaign	\$250,000
Denver Police Officers Foundation	Project support	\$58,517
Denver Police Protective Association Relief Fund Inc.	General operating support	\$5,000
Denver Public Library Friends Foundation	General operating support	\$3,000
Denver Public Schools Educational Foundation	Project support	\$20,000
Denver Rotary Club Foundation	Project support	\$10,000
Denver Street School, The	Project support	\$25,000
Devil Pups, Inc.	General operating support	\$7,500
Dove Foundation, The	General operating support	\$15,000
Emily Griffith Foundation Inc.	General operating support	\$10,000
Ethics and Public Policy Center	Project support	\$10,000
Foundation for a Better Life	General operating support	\$2,685,000
Foundation for Teaching Economics	General operating support	\$5,000
Franciscan Brothers of Mary	Capital campaign	\$5,000
Freedom Works Foundation	General operating support	\$5,000
Friends of the Queens University Belfast Inc.	General operating support	\$10,000
Friends of the West Custer County Library District Inc.	General operating support	\$2,000
Friendship Bridge, The	Project support	\$5,000
Global Volunteer Network Foundation	General operating support	\$5,000
Graland School	Project support	\$50,000
Graland School	General operating support	\$5,000
Hard at Work Kids (Hawks)	General operating support	\$7,500
Heartland Film Festival	General operating support	\$20,000
Heuga Center, The	General operating support	\$5,000
Hillsdale College	Project support	\$50,000
Home Depot Center Charitable Foundation	Project support	\$15,000

Grants Awarded
December 1, 2005 through November 30, 2006

<u>Organization Name</u>	<u>Description</u>	<u>Grant amount</u>
Hope House of Colorado	General operating support	\$5,000
Horatio Alger Association of Distinguished Americans, Inc.	Project support	\$10,000
Horizons Student Enrichment Program	Project support	\$20,000
House Ear Institute	General operating support	\$25,000
Hunt Family Foundation	General operating support	\$10,000
Independence Institute	General operating support	\$50,000
Independent Institute, The	General operating support	\$10,000
Independent Women's Forum	General operating support	\$5,000
Institute for Humane Studies	General operating support	\$2,500
International Skiing History Association	Project support	\$2,500
Intervarsity Christian Fellowship USA	Project support	\$750
Jefferson County Public Schools - Lawrence Elementary	Project support	\$500
Jefferson Foundation	General operating support	\$5,000
Junior Achievement Inc.	General operating support	\$25,000
Kent Denver Country Day School	General operating support	\$5,500
Kids' Pages Cares, Incorporated	General operating support	\$10,000
Landmark Legal Foundation	General operating support	\$15,000
Latter Day Saint Charities	General operating support	\$15,000
Leadership Institute	General operating support	\$7,500
Leadership Network	Project support	\$200,000
Leukemia & Lymphoma Society - Rocky Mountain Chapter	General operating support	\$10,000
Manhattan Institute for Policy Research	General operating support	\$100,000
Meals on Wheels of Boulder	General operating support	\$5,000
Media Research Center	General operating support	\$10,000
Mental Health Association of Colorado	General operating support	\$50,000

Grants Awarded
December 1, 2005 through November 30, 2006

<u>Organization Name</u>	<u>Description</u>	<u>Grant amount</u>
Mental Health Center of Denver	General operating support	\$5,000
Mercy and Sharing	Project support	\$10,000
Mile High Ministries	Project support	\$10,000
Monarchs Care Foundation	Project support	\$5,000
MOPS International Inc.	General operating support	\$5,000
Morality in Media Inc.	General operating support	\$7,500
Mothers Against Drunk Driving	General operating support	\$10,000
Mountain States Legal Foundation	General operating support	\$10,000
National Association of Counsel for Children	General operating support	\$10,000
National Center for Policy Analysis	General operating support	\$10,000
National Coalition for the Protection of Children & Families	General operating support	\$15,000
National Disaster Search Dog Foundation	General operating support	\$12,000
National Fatherhood Initiative	General operating support	\$5,000
National Law Center for Children and Families	General operating support	\$5,000
National Right to Work Legal Defense and Education Foundation, Inc.	General operating support	\$20,000
National Soccer Hall of Fame	General operating support	\$10,000
New Life in Christ Church and Community Development	Project support	\$3,500
New York City Police Foundation, Inc.	General operating support	\$5,000
Nine Health Services, Inc.	Project support	\$11,250
NWCCOG Foundation Inc	General Operating Support	\$3,500
Open Door Ministries	General operating support	\$10,000
Pacific Legal Foundation	General operating support	\$5,000
Pacific Research Institute For Public Policy	General operating support	\$20,000
Parents Television Council Inc.	Project support	\$25,000
Pathways Church	Capital campaign	\$10,000

Grants Awarded
December 1, 2005 through November 30, 2006

<u>Organization Name</u>	<u>Description</u>	<u>Grant amount</u>
Philanthropy Roundtable	General operating support	\$10,000
Princeton Prospect Foundation	Project Support	\$5,000
Prison Fellowship Ministries	General operating support	\$25,000
Prison Impact Ministries	Project support	\$15,000
Providence Network	General operating support	\$15,000
Rachel's Challenge	General operating support	\$7,500
Random Acts of Kindness Foundation	General operating support	\$225,000
Religious Alliance Against Pornography	General operating support	\$10,000
Roaring Fork Conservancy	General operating support	\$2,500
Rocky Mountain Children's Law Center	General operating support	\$5,000
SafeHouse Denver, Inc.	General operating support	\$15,000
Saint Mary's College of California	Project support	\$20,000
Salida Steamplant	General operating support	\$1,000
Salvation Army-Intermountain Division	General operating support	\$10,000
Samaritan House	Project support	\$6,000
San Francisco Foundation, The	Project support	\$108,500
Sense of Security	General operating support	\$7,500
Smithsonian Institution	General operating support	\$10,000
Society for Progressive Supranuclear Palsy	General operating support	\$5,000
Soldier's Angels	General operating support	\$2,500
Southern Chaffee County Regional Library District	General operating support	\$2,000
Southern Virginia University	General operating support	\$10,000
Sportswomen of Colorado	General operating support	\$2,500
Step 13, Inc	Capital campaign	\$25,000
Summit Adventure Inc.	General operating support	\$2,000
Swallow Hill Music Association	General operating support	\$10,000

Grants Awarded
December 1, 2005 through November 30, 2006

<u>Organization Name</u>	<u>Description</u>	<u>Grant amount</u>
Team Swift Junior Development	General operating support	\$2,500
The Platte Valley Community Center	Project support	\$1,000
United for DC Inc.	General operating support	\$20,000
University Hospital Authority	Capital campaign	\$1,800,000
University of Colorado Foundation	Capital campaign	\$13,641,736
University of Colorado Foundation	Project support	\$10,000
University of Denver	Project support	\$505,000
University of Denver-GSSW-Bridge Project	Project support	\$10,000
Urban Peak	General operating support	\$5,000
Urban Skye	Project support	\$5,000
Wet Mountain Valley Community Foundation, Inc.	General operating support	\$20,000
WXXI Public Broadcasting Council	Project support	\$5,000
Young Audiences Colorado	Project support	\$10,000
Young Life	General operating support	\$30,000
Youth With a Vision	General operating support	\$25,000
		<hr/>
		\$23,003,753 <hr/>

Underpayment of Estimated Tax by Corporations

▶ See separate instructions.
▶ Attach to the corporation's tax return.

OMB No 1545-0142

2005

Name **THE ANSCHUTZ FOUNDATION** Employer identification number **74-2316617**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	1,552,942.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for Federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty.	3	1,552,942.
4	Enter the tax shown on the corporation's 2004 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5.	4	298,745.
5	Required Annual Payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3.	5	298,745.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

- 6 ☐ The corporation is using the adjusted seasonal installment method
- 7 ☐ The corporation is using the annualized income installment method
- 8 ☒ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers, Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	04/16/2006	05/15/2006	08/15/2006	11/15/2006
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	74,686.	701,785.	388,236.	388,236.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	164,197.	95,000.	95,000.	
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column		89,511.		
13 Add lines 11 and 12		184,511.	95,000.	
14 Add amounts on lines 16 and 17 of the preceding column			517,274.	810,510.
15 Subtract line 14 from line 13. If zero or less, enter -0-	164,197.	184,511.		
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-			422,274.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18		517,274.	388,236.	388,236.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	89,511.			

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Form 2220 (2005)

Part III Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) (<i>Form 990-PF and Form 990-T filers:</i> Use 5th month instead of 3rd month)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2005 and before 10/1/2005	21			
22 Underpayment on line 17 x <u>Number of days on line 21</u> x 6% 365	22			
23 Number of days on line 20 after 9/30/2005 and before 4/1/2006	23			
24 Underpayment on line 17 x <u>Number of days on line 23</u> x 7% 365	24	SEE PENALTY COMPUTATION WHITEPAPER DETAIL		
25 Number of days on line 20 after 3/31/2006 and before 7/1/2006	25			
26 Underpayment on line 17 x <u>Number of days on line 25</u> x *% 365	26			
27 Number of days on line 20 after 6/30/2006 and before 10/1/2006	27			
28 Underpayment on line 17 x <u>Number of days on line 27</u> x *% 365	28			
29 Number of days on line 20 after 9/30/2006 and before 1/1/2007	29			
30 Underpayment on line 17 x <u>Number of days on line 29</u> x *% 365	30			
31 Number of days on line 20 after 12/31/2006 and before 2/16/2007	31			
32 Underpayment on line 17 x <u>Number of days on line 31</u> x *% 365	32			
33 Add lines 22, 24, 26, 28, 30, and 32	33			
34 Penalty. Add columns (a) through (d) of line 33 Enter the total here and on Form 1120, line 33, Form 1120-A, line 29, or the comparable line for other income tax returns	34			73,844.

***For underpayments paid after March 31, 2006:** For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

PENALTY COMPUTATION DETAIL - FORM 2220

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DATE PD	UNDERPAYMENT	BEG.DATE	END DATE	DAYS	%	PENALTY
-----	-----	-----	-----	----	--	-----
QUARTER 2, RATE PERIOD 1 (05/15/2006 - 04/15/2007)						
=====						
08/14/2006	95,000.	05/15/2006	08/14/2006	91	9	2,132.
04/12/2007	422,274.	05/15/2006	04/12/2007	332	9	34,569.

TOTAL FOR QUARTER 2, RATE PERIOD 1						36,701.
						=====
QUARTER 3, RATE PERIOD 1 (08/15/2006 - 04/15/2007)						
=====						
04/12/2007	388,236.	08/15/2006	04/12/2007	240	9	22,975.

TOTAL FOR QUARTER 3, RATE PERIOD 1						22,975.
						=====
QUARTER 4, RATE PERIOD 1 (11/15/2006 - 04/15/2007)						
=====						
04/12/2007	388,236.	11/15/2006	04/12/2007	148	9	14,168.

TOTAL FOR QUARTER 4, RATE PERIOD 1						14,168.
						=====
TOTAL UNDERPAYMENT PENALTY						73,844.
						=====

FEDERAL FOOTNOTES

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SECOND EXTENSION OF DUE DATE UNTIL OCTOBER 15, 2007:

NO APPROVAL WAS RECEIVED IN LETTER FORM FROM IRS FOR THE SECOND
EXTENSION WHICH REQUESTED AN EXTENSION OF THE DUE DATE UNTIL
10/15/2007. REQUEST WAS SUBMITTED ON 6/4/2007 (SEE ATTACHED IRS FORM
8868), EXTENSION APPROVAL WAS CONFIRMED PER TELEPHONE CALL FROM IRS
ON 7/17/2007.

• If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II and check this box. ☒ **X**

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	THE ANSCHUTZ FOUNDATION	74-2316617
	Number, street, and room or suite no. If a P.O. box, see instructions	For IRS use only
	1727 TREMONT PLACE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	DENVER, CO 80202	

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T(sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 4720	

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **THE ANSCHUTZ CORPORATION**

Telephone No. **303 298-1000** FAX No. **303 299-1273**

• If the organization does not have an office or place of business in the United States, check this box. ☐

• If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **10/15/2007**
- 5 For calendar year _____, or other tax year beginning **12/01/2005** and ending **11/30/2006**
- 6 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension _____

ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ **1,475,000.**
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. \$ **1,950,000.**
- c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ **NONE**

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CPA** Date **06/01/2007**

Notice to Applicant - To Be Completed by the IRS

- ☐ We have approved this application. Please attach this form to the organization's return.
- ☐ We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- ☐ We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- ☐ We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- ☐ Other _____

By _____ Director Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name
	THE ANSCHUTZ CORPORATION, ATTN: GARY EIFERT
	Number and street (include suite, room, or apt. no.) or a P.O. box number
	555 17TH STREET, SUITE 2400
	City or town, province or state, and country (including postal or ZIP code)
	DENVER, CO 80202

• If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number
	THE ANSCHUTZ FOUNDATION	74-2316617
	Number, street, and room or suite no. If a P O box, see instructions	For IRS use only
	1727 TREMONT PLACE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	DENVER, CO 80202	

Check type of return to be filed (File a separate application for each return).

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T(sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 4720	

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **THE ANSCHUTZ CORPORATION**

Telephone No **303 298-1000**

FAX No **303 299-1273**

• If the organization does not have an office or place of business in the United States, check this box. ☐

• If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) **_____**. If this is for the **whole group**, check this box ☐. If it is for **part of the group**, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **10/15/2007**
- 5 For calendar year **_____**, or other tax year beginning **12/01/2005** and ending **11/30/2006**
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **_____**

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- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions **\$ 1,475,000.**
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 **\$ 1,950,000.**
- c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions **\$ NONE**

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief,